

ROCKWELL COLLINS INC
Form 3
May 10, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â KING BRUCE MICHAEL		(Month/Day/Year)	ROCKWELL COLLINS INC [COL]	
(Last)	(First)	(Middle)	04/30/2011	
M/S 108-174,Â 400 COLLINS ROAD NE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CEDAR RAPIDS,Â IAÂ 52498			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Sr. VP, Operations	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,358.888 ⁽¹⁾	D	Â
Common Stock	5,361.3531 ⁽²⁾	I	By Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	07/05/2011	Common Stock	3,000	\$ 22.35	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	09/11/2012	Common Stock	16,000	\$ 20.97	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	11/06/2013	Common Stock	16,000	\$ 27.97	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	11/02/2014	Common Stock	12,100	\$ 36.55	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	11/17/2015	Common Stock	6,500	\$ 44.85	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	11/09/2016	Common Stock	4,900	\$ 57.92	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	11/13/2017	Common Stock	3,900	\$ 74.05	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁵⁾	11/21/2018	Common Stock	14,200	\$ 30.39	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁶⁾	11/20/2019	Common Stock	9,000	\$ 53.08	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁷⁾	11/19/2020	Common Stock	7,900	\$ 55.75	D	Â
Common Stock Share Equivalents ⁽⁸⁾	Â ⁽⁹⁾	Â ⁽⁹⁾	Common Stock	70.1411 ⁽¹⁰⁾	\$ 0	I	By Supplemental Savings Plan

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KING BRUCE MICHAEL M/S 108-174 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498	Â	Â	Â Sr. VP, Operations	Â

Signatures

Gary R. Chadick,
Attorney-in-Fact

05/10/2011

 **Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of April 30, 2011.
- (2) Shares represented by Company stock fund units under the Company's tax-qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of May 2, 2011.
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options vested in three substantially equal annual installments and are currently exercisable. The options vested on each of the first three anniversaries of the date of grant which was 10 years prior to the expiration date.
- (5) 9,466 options are currently exercisable; 4,734 options become exercisable on 11/21/2011.
- (6) 3,000 options are currently exercisable; 3,000 options become exercisable on 11/20/2011; and 3,000 options become exercisable on 11/20/2012.
- (7) 2,633 options become exercisable on 11/19/2011; 2,633 options become exercisable on 11/19/2012; and 2,634 options become exercisable on 11/19/2013.
- (8) Share equivalents represented by Company stock fund units credited under the Company's non-qualified savings plan based on information furnished by the Administrator of the Plan as of May 2, 2011.
- (9) Payable in cash upon termination of employment.
- (10) The number of share equivalents represented by the balance of a participant's Company stock fund may vary from day to day due to variances in the proportion of uninvested cash held in the reference fund used to determine unit values of the Company stock fund under the supplemental plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.